

William H. Schwarzschild, III (VSB No. 15274)

W. Alexander Burnett (VSB No. 68000)

WILLIAMS MULLEN

Two James Center, 17th Floor

1021 East Cary Street

Post Office Box 1320

Richmond, Virginia 23218-1320

Tel: 804.783.6489

Fax: 804.783.6507

tschwarz@williamsmullen.com

aburnett@williamsmullen.com

Counsel for SouthPeak Interactive, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Richmond Division)**

| | | |
|------------------------------------|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| CIRCUIT CITY STORES, INC., et al., |) | |
| |) | Case No. 08-35653-KRH |
| Debtors. |) | |
| |) | (Jointly Administered) |
| |) | |

**RESPONSE OF SOUTHPEAK INTERACTIVE, LLC
TO DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO CLAIMS
(MODIFICATION OF CERTAIN DUPLICATE 503(b)(9) CLAIMS)**

SouthPeak Interactive, LLC ("SouthPeak"), by counsel, hereby responds to the Debtors' Thirty-Fourth Omnibus Objection to Claims (Modification of Certain Duplicate 503(b)(9) Claims) (the "Objection") as follows:

1. On November 12, 2008, the United States Bankruptcy Court for the Eastern District of Virginia (the "Court") approved an order establishing a bar date of December 19, 2009 for all claims pursuant to 11 U.S.C. § 503(b)(9) (the "Section 503(b)(9) Bar Date Order").

2. On December 18, 2009, in compliance with the Section 503(b)(9) Bar Date Order, SouthPeak timely filed a claim in the amount of \$184,757.76 (the "503(b)(9) Claim") for goods sold to Circuit City Stores, Inc. ("Circuit City") in the ordinary course of Circuit City's business

and received by Circuit City within 20 days before the date of the commencement of this case, pursuant to 11 U.S.C § 503(b)(9). Circuit City designated this claim as “Claim No. 1221.”

3. On May 15, 2009, the Court entered an order establishing June 30, 2009 as the administrative expense bar date (the “Administrative Bar Date”).

4. On or about June 30, 2009, in compliance with the Administrative Bar Date, SouthPeak timely filed a second claim in the amount of \$107,075.52 (the “503(b)(1)(A) Claim”) in accordance with the procedures governing the filing of claims entitled to priority under 11 U.S.C. § 503(b)(1)(A) in this case for goods sold to Circuit City in the ordinary course of Circuit City’s business and received by Circuit City after the commencement of this case.

5. The 503(b)(1)(A) Claim was sent to Circuit City, care of Kurtzman Carson Consultants, LLC (“KCC”), on or about June 30, 2009. Circuit City designated this claim as “Claim No. 13999.” A copy of the 503(b)(1)(A) Claim is attached hereto as Exhibit A.

6. The 503(b)(1)(A) Claim included a copy of SouthPeak’s Motion for Payment of Administrative Expense Claim and Notice of Hearing which it filed electronically on ECF on March 25, 2009 (Docket No.2758) (the “Motion”). The Motion sought payment of the 503(b)(9) Claim and the 503(b)(1)(A) Claim.

7. On or about August 21, 2009, the Debtors filed the Objection.

8. The Objection asserts that Claim No. 13999 is duplicative of Claim No. 1221 with respect to the 503(b)(9) Claim in the amount of \$184,757.76.

9. SouthPeak does not seek duplicative payment. In fact, as stated in Paragraph 1 of Exhibit A, the 503(b)(1)(A) Claim sought payment in the amount of \$107,075.52 as an administrative expense pursuant to 11 U.S.C. § 503(b)(1)(A). The 503(b)(1)(A) Claim did not include the \$184,757.76 that was filed as the 503(b)(9) Claim.

10. SouthPeak does not object to the modification of Claim Numbers 1221 and 13999 so long as SouthPeak's 503(b)(1)(A) Claim survives in the amount of \$107,075.52 and its 503(b)(9) Claim survives in the amount of \$184,757.76, without objection from the Debtors as to form or content.

WHEREFORE SouthPeak Interactive, LLC prays that (i) Claim No. 13999 be allowed in an amount no less than \$107,075.52 with priority pursuant to 11 U.S.C. § 503(b)(1)(A); (ii) Claim No. 1221 be allowed in the amount of \$184,757.76 with priority pursuant to 11 U.S.C. § 503(b)(9) of the Bankruptcy Code; (iii) the Objection be overruled to the extent that it seeks disallowance of any portion of the 503(b)(9) Claim or the 503(b)(1)(A) Claim except as otherwise acknowledged herein; and (iv) SouthPeak be granted a hearing and such other relief as may be appropriate and as its interests may appear.

Dated: Richmond, Virginia
September 15, 2009

SOUTHPEAK INTERACTIVE, LLC

By: /s/ W. Alexander Burnett
Counsel

William H. Schwarzschild, III - VSB No. 15274
W. Alexander Burnett – VSB No. 68000
WILLIAMS MULLEN
Two James Center, 17th Floor
1021 East Cary Street
Post Office Box 1320
Richmond, Virginia 23218-1320
Phone: 804.783.6489
FAX: 804.783.6507
tschwarz@williamsmullen.com
aburnett@williamsmullen.com

Counsel for SouthPeak Interactive, LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true copy of the foregoing Response of SouthPeak Interactive, LLC to Debtors' Thirty-Fourth Omnibus Objection to Claims (Modification of Certain Duplicate 503(b)(9) Claims) was served this 15th day of September, 2009, via email and by first class mail, postage prepaid, upon

Dion W. Hayes

McGuireWoods LLP
One James Center, 901 E. Cary St.
Richmond, VA 23219
dhayes@mcguirewoods.com

Douglas M. Foley

McGuireWoods LLP
9000 World Trade Center, 101 W. Main St.
Norfolk, VA 23510
dfoley@mcguirewoods.com

Ian S. Fredericks

Skadden Arps Slate Meagher
& Flom LLP
One Rodney Sq.
PO Box 636
Wilmington, DE 19899
ian.fredericks@skadden.com

Chris L. Dickerson

Skadden Arps Slate Meagher
& Flom LLP
333 West Wacker Drive
Chicago, IL 60606
chris.dickerson@skadden.com

Robert J. Feinstein

Pachulski Stang Ziehl & Jones LLP
780 Third Ave., 36th Floor
New York, NY 10017
rfeinstein@pszjlaw.com

Brad R. Godshall

Pachulski Stang Ziehl & Jones, LLP
10100 Santa Monica Blvd, 11th Floor
Los Angeles, CA 90067-4100
bgodshall@pszjlaw.com

Jeffrey N. Pomerantz

Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Blvd., Suite 1100
Los Angeles, CA 90067
jpomerantz@pszjlaw.com

John D. Fiero

Pachulski Stang Ziehl & Jones LLP
150 California Street, 15th Floor
San Francisco, CA 94111-4500
jfiero@pszjlaw.com

Lynn L. Tavenner

Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, VA 23219
ltavenner@tb-lawfirm.com

Paula S. Beran

Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, VA 23219
pberan@tb-lawfirm.com

Robert B. Van Arsdale

Office of the U. S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219
Robert.B.Van.Arsdale@usdoj.gov

Adam M. Feinmesser, Esq.

Esbin & Alter, LLP
497 South Main Street
New City, NY 10956
afeinmesser@esbinalter.com

/s/ W. Alexander Burnett
By: _____
W. Alexander Burnett

William H. Schwarzschild, III - VSB No. 15274
W. Alexander Burnett – VSB No. 68000
WILLIAMS MULLEN
Two James Center, 17th Floor
1021 East Cary Street
Post Office Box 1320
Richmond, Virginia 23218-1320
Phone: 804.783.6489
Fax: 804.783.6507
tschwarz@williamsmullen.com

Counsel for SouthPeak Interactive, LLC

6853506_2.DOC